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RECORDATION NO. *18506-G, H, I, J, K, L, M, N, O*

JUL 28 1994 -3 05 PM

June 28, 1994

INTERSTATE COMMERCE COMMISSION

0100324025

Direct Dial: (202)466-6532

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

RECEIVED
OFFICE OF THE
SECRETARY
JUL 28 3 03 PM '94
LICENSING BRANCH

Dear Secretary Strickland:

I have enclosed the original and three certified copies of each of the nine documents described below, to be recorded pursuant to 49 U.S.C. § 11303.

I. The first document is a Bill of Sale, a secondary document, dated July 28, 1994. The primary documents to which this is connected are recorded under Recordation Nos. 18506 and 18636. We request that this document be recorded under Recordation Nos. 18506-G and 18636-M.

The name and address of the party to Bill of Sale is:

Seller:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

A description of the equipment covered by the Bill of Sale consists of one SD70M 4,000 HP locomotive numbered SP 9803.

II. The second document is a Bill of Sale, a secondary document, dated July 28, 1994. The primary documents to which this is connected are recorded under Recordation Nos. 18506 and 18636. We request that this document be recorded under Recordation Nos. 18506-H and 18636-N.

Judith McDonald

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Honorable Sidney L. Strickland, Jr.
July 28, 1994
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The name and address of the party to Bill of Sale is:

Seller:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

A description of the equipment covered by the Bill of Sale consists of one SD70M 4,000 HP locomotive numbered SP 9804.

III. The third document is a Bill of Sale, a secondary document, dated July 28, 1994. The primary documents to which this is connected are recorded under Recordation Nos. 18506 and 18636. We request that this document be recorded under Recordation Nos. 18506-I and 18636-O.

The name and address of the party to Bill of Sale is:

Seller:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

A description of the equipment covered by the Bill of Sale consists of one SD70M 4,000 HP locomotive numbered SP 9805.

IV. The fourth document is a Bill of Sale, a secondary document, dated July 28, 1994. The primary documents to which this is connected are recorded under Recordation Nos. 18506 and 18636. We request that this document be recorded under Recordation Nos. 18506-J and 18636-P.

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The name and address of the party to Bill of Sale is:

Seller:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

A description of the equipment covered by the Bill of Sale consists of one SD70M 4,000 HP locomotive numbered SP 9807.

V. The fifth document is a Bill of Sale, a secondary document, dated July 28, 1994. The primary documents to which this is connected are recorded under Recordation Nos. 18506 and 18636. We request that this document be recorded under Recordation Nos. 18506-K and 18636-Q.

The name and address of the party to Bill of Sale is:

Seller:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

A description of the equipment covered by the Bill of Sale consists of one SD70M 4,000 HP locomotive numbered SP 9808.

VI. The sixth document is a Bill of Sale, a secondary document, dated July 28, 1994. The primary documents to which this is connected are recorded under Recordation Nos. 18506 and 18636. We request that this document be recorded under Recordation Nos. 18506-L and 18636-R.

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The name and address of the party to Bill of Sale is:

Seller:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

A description of the equipment covered by the Bill of Sale consists of one SD70M 4,000 HP locomotive numbered SP 9809.

VII. The seventh document is a Bill of Sale, a secondary document, dated July 28, 1994. The primary documents to which this is connected are recorded under Recordation Nos. 18506 and 18636. We request that this document be recorded under Recordation Nos. 18506-M and 18636-S.

The name and address of the party to Bill of Sale is:

Seller:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

A description of the equipment covered by the Bill of Sale consists of one SD70M 4,000 HP locomotive numbered SP 9810.

VIII. The eighth document is a Bill of Sale, a secondary document, dated July 28, 1994. The primary documents to which this is connected are recorded under Recordation Nos. 18506 and 18636. We request that this document be recorded under Recordation Nos. 18506-N and 18636-T.

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The name and address of the party to Bill of Sale is:

Seller:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

A description of the equipment covered by the Bill of Sale consists of one SD70M 4,000 HP locomotive numbered SP 9811.

IX. The ninth document is a Bill of Sale, a secondary document, dated July 28, 1994. The primary documents to which this is connected are recorded under Recordation Nos. 18506 and 18636. We request that this document be recorded under Recordation Nos. 18506-O and 18636-U.

The name and address of the party to Bill of Sale is:

Seller:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

A description of the equipment covered by the Bill of Sale consists of one SD70M 4,000 HP locomotive numbered SP 9812.

A fee of \$162.00 is enclosed. Please return the original and one certified copy of each document to:

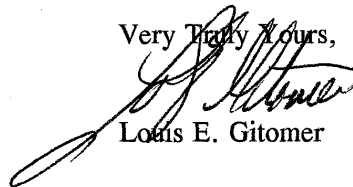
Louis E. Gitomer
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

BALL, JANIK & NOVACK

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A short summary of the documents to appear in the index follows: (1) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9803; (2) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9804; (3) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9805; (4) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9807; (5) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9808; (6) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9809; (7) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9810; (8) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9811; and (9) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9812.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 28, 1994

LOUIS E. GITOMER
BALL, JANIK & NOVACK
SUITE 1035
1401 PENNSYLVANIA AVE., NW
WASHINGTON DC 20004

Dear MR. GITOMER:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/28/94 at 3:05PM, and assigned recordation number(s). 18506-G,H,I,J,K,L,M,N,O, 18506-P

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 180.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Sidney L. Strickland, Jr.

GENERAL MOTORS CORPORATION

ELECTRO-MOTIVE DIVISION

Bill of Sale

RECORDATION NO. 18506-G FILED 1425

JUL 28 1994 -3 05 PM

INTERSTATE DIVISION OF GENERAL MOTORS

GENERAL MOTORS CORPORATION (Electro-Motive Division), a corporation of the State of Delaware (the "Manufacturer") for the sum of One Dollar (\$1.00) and other valuable consideration in full payment for the equipment hereinafter specified, receipt of which is hereby acknowledged, by these presents, does hereby sell, assign, transfer and set over unto SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION ("Shawmut"), not in its individual capacity but solely as Owner Trustee under a Trust Agreement (SPTC Trust No. 1993-1), dated as of December 15, 1993, between Shawmut and PMCC Leasing Corporation the following equipment manufactured at and shipped from London, Ontario, Canada; said equipment being described as follows:

<u>NO. OF UNITS</u>	<u>DESCRIPTION</u>	<u>ROAD NUMBERS</u>
1	SD70M Diesel Electric Locomotive	9803

The Manufacturer hereby warrants that the Manufacturer is the sole owner of the Units; that the Units are new, and that title thereto, hereby vested in the Owner Trustee is free from any and all security interests, liens, encumbrances, leases, or claims or rights of others of any kind whatsoever.

IN WITNESS WHEREOF, General Motors Corporation (Electro-Motive Division) has caused this instrument to be executed on its behalf by a Vice President of General Motors Corporation and the General Manager of its Electro-Motive Division and attested by an Assistant Secretary, who are thereunto duly authorized, this 28 day of July, 1994.

GENERAL MOTORS CORPORATION
ELECTRO-MOTIVE DIVISION
LaGrange, Illinois

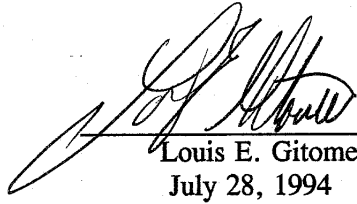
By *J. J. G. J. G.*
Vice President, General Motors Corporation
General Manager, Electro-Motive Division

Attest: *K. A. L.*
Assistant Secretary

BALL, JANIK & NOVACK

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated July 28, 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
July 28, 1994